

**LEFEVER MATTSON, A CALIFORNIA CORPORATION**  
**CERTIFICATE OF CORPORATE SECRETARY**

September 12, 2024

I, Scott Smith, being a duly elected and authorized officer of LeFever Mattson, a California Corporation (the “**Company**”), hereby certify as follows:

- A. I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- B. Attached hereto are true, correct, and complete copies of the resolutions of the board of directors of the Company, duly adopted and approved on September 9, 2024, and September 12, 2024, in accordance with the Company’s bylaws; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified, or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached here.

**IN WITNESS WHEREOF**, the undersigned has executed this certificate as of September 12, 2024.

Scott Smith  
Scott Smith (Sep 12, 2024 15:00 PDT)

Name: Scott Smith

Title: General Counsel, Corporate Secretary


# D042 (Secretary's Certificate)


Final Audit Report


2024-09-12


Created:	2024-09-12
By:	Jessica Mendoza (jmendoza@kellerbenvenutti.com)
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## "D042 (Secretary's Certificate)" History

 Document created by Jessica Mendoza (jmendoza@kellerbenvenutti.com)  
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**LEFEVER MATTSON, A CALIFORNIA CORPORATION**

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS**

**September 9, 2024**

The Board of Directors (the “Board”) of LeFever Mattson, a California corporation (the “Company”), attended a duly held meeting of the Board on September 9, 2024, pursuant to a notice duly and validly given or waived in accordance with the requirements under the California Corporations Code (the “Corporations Code”), the Company’s Articles of Incorporation, and the Amended and Restated Bylaws of the Company dated as of August 20, 2007 (as amended, the “Bylaws”), and adopted, ratified and approved the following resolutions:

**RESOLUTIONS**

**WHEREAS**, the Board has reviewed and considered the materials presented by and the recommendations of both the management of the Company and the Company’s financial and legal advisors regarding the liabilities and liquidity situation of the Company and certain subsidiaries controlled by the Company listed on **Exhibit 1** hereto (collectively, the “Debtor LM Affiliates”); and

**WHEREAS**, the Board has consulted with the Company’s management and financial and legal advisors and has considered fully each of the strategic alternatives available to the Debtor LM Affiliates; and

**WHEREAS**, the Board has received information and recommendations from, asked questions of, and consulted with the Company’s management and financial and legal advisors, including in connection with the consideration of the strategic alternatives available to the Debtor LM Affiliates; and

**WHEREAS**, in the Board’s judgment, based upon the foregoing, it is desirable and in the best interests of the Debtor LM Affiliates, their creditors, equity holders, and other interested parties that each of the Debtor LM Affiliates file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

**NOW, THEREFORE, BE IT RESOLVED**, that, pursuant to the Bylaws of the Company and the applicable governing documents and agreements of the other Debtor LM Affiliates, whether in the Company’s capacity as general partner, managing member, or similar governing and controlling capacity, Timothy LeFever (the “Authorized Officer”) be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute and verify a voluntary petition for each Debtor LM Affiliate to commence proceedings under chapter 11 of the Bankruptcy Code and to cause the same to be filed in any district at such time and venue as the Authorized Officer executing said petition shall determine (the “Filings”); and

**RESOLVED, FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Keller Benvenuti Kim LLP as general bankruptcy counsel to represent and assist the Debtor LM Affiliates in connection with the Filings, carrying out their duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the rights and obligations of the Debtor LM Affiliates, and other matters consistent therewith, including filing any pleadings; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Keller Benvenuti Kim LLP; and

**RESOLVED, FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Bradley Sharp of Development Specialists, Inc. ("DSI") to serve as the Chief Restructuring Officer of the Debtor LM Affiliates, to perform services consistent with a CRO including to manage and direct the Chapter 11 cases of the Debtor LM Affiliates subject to the oversight of the Board, and to employ other personnel of DSI to provide additional restructuring support services as requested or required to the Debtor LM Affiliates; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of DSI and Mr. Sharp; and

**RESOLVED FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Debtor LM Affiliates in carrying out their duties under the Bankruptcy Code and related matters; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

**RESOLVED FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which the Authorized Officer or legal counsel for the Debtor LM Affiliates may deem necessary, proper, or desirable in connection with the cases under chapter 11 of the Bankruptcy Code and other matters consistent therewith, with a view to the successful prosecution of such cases; and

**RESOLVED FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Debtor LM Affiliates, to take such actions and to make, sign, execute, acknowledge, and deliver any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

**RESOLVED FURTHER**, that these Resolutions shall be deemed a written consent of the Company, as the general partner, the managing member, or entity with similar authority with respect to any of the Debtor LM Affiliates where the Company or, if a Debtor LM Affiliate (a “Primary Affiliate”) has such authority with respect to a downstream Debtor LM Affiliate, then such Primary Affiliate, possesses such authority to authorize the actions herein, and they shall be deemed a vote of the Company’s or Primary Affiliate’s membership or partnership interests with respect to any of the Debtor LM Affiliates where such vote is necessary to effect the authorizations herein; and

**RESOLVED FURTHER**, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by the Authorized Officer on behalf of the Debtor LM Affiliates, such actions are hereby ratified and confirmed in their entirety.

\* \* \* \*

## **Exhibit 1**

<b><u>Entity Name</u></b>	<b><u>State of Organization</u></b>	<b><u>Tax ID Number</u></b>
LeFever Mattson, a California corporation	California	68-0197537
Apan Partners LLC	California	
Autumn Wood I, LP	California	20-0164208
Beach Pine, LP	California	83-2643272
Bishop Pine, LP	California	83-2643038
Black Walnut, LP	California	47-2451858
Buck Avenue Apartments, LP	California	54-2090323
Buckeye Tree, LP	California	88-2980108
Bur Oak, LP	California	87-4699497
Butcher Road Partners, LLC	California	45-5159521
Cambria Pine, LP	California	83-2644771
Chestnut Oak, LP	California	87-4702239
Country Oaks I, LP	California	26-0860694
Divi Divi Tree, L.P.	California	71-0926806
Douglas Fir Investments, LP	California	47-4674444
Firetree I, LP	California	82-3519393
Firetree II, LP	California	82-3519554
Firetree III, LP	California	82-3919655
Foxtail Pine, LP	California	83-2643197
Ginko Tree, LP	California	88-2960976
Hagar Properties, LP	California	04-3598044
Heacock Park Apartments, LP	California	46-3737509
LeFever Mattson I, LLC	California	47-4960075
Live Oak Investments, LP	California	47-3786181
Monterey Pine, LP	California	83-2644824
Napa Elm, LP	California	54-2090332
Nut Pine, LP	California	83-2661795
Pinecone, LP	California	84-2395880

<b><u>Entity Name</u></b>	<b><u>State of Organization</u></b>	<b><u>Tax ID Number</u></b>
Pinewood Condominiums, LP	California	54-2090329
Redbud Tree, LP	California	88-2961999
Red Cedar Tree, LP	California	88-3572519
Red Mulberry Tree, LP	California	88-3572594
Red Oak, LP	California	61-2022650
Red Oak Tree, LP	California	92-1008382
Red Spruce Tree, LP	California	92-0780568
River Birch, LP	California	86-3020630
River Tree Partners, LP	California	81-3671554
River View Shopping Center 1, LLC	Delaware	47-4186147
River View Shopping Center 2, LLC	Delaware	47-4186476
RT Capitol Mall, LP	California	81-3775896
RT Golden Hills, LP	California	81-3708073
Scotch Pine, LP	California	86-3043628
Sequoia Investment Properties, LP	California	32-0136044
Sienna Pointe, LLC	Delaware	47-4712579
Spruce Pine, LP	California	84-2396399
Tradewinds Apartments, LP	California	54-2090326
Vaca Villa Apartments, LP	California	54-2090327
Valley Oak Investments, LP	California	47-3383417
Watertree I, LP	California	82-3519819
Willow Oak, LP	California	87-4700495
Windscape Apartments I, LP	California	26-0860477
Windscape Apartments II, LP	California	26-0860509
Windscape Holdings, LLC	California	83-1608759
Yellow Poplar, LP	California	86-3043392

**LEFEVER MATTSON, A CALIFORNIA CORPORATION**

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS**

**September 12, 2024**

The Board of Directors (the “Board”) of LeFever Mattson, a California corporation (the “Company”), attended a duly held meeting of the Board on September 12, 2024, pursuant to a notice duly and validly given or waived in accordance with the requirements under the California Corporations Code (the “Corporations Code”), the Company’s Articles of Incorporation, and the Amended and Restated Bylaws of the Company dated as of August 20, 2007 (as amended, the “Bylaws”), and adopted, ratified and approved the following resolutions:

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**WHEREAS**, the Board has received information and recommendations from, asked questions of, and consulted with the Company’s management and financial and legal advisors, including in connection with the consideration of the strategic alternatives available to the Debtor LM Affiliates; and

**WHEREAS**, in the Board’s judgment, based upon the foregoing, it is desirable and in the best interests of the Debtor LM Affiliates, their creditors, equity holders, and other interested parties that each of the Debtor LM Affiliates file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

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**RESOLVED, FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Keller Benvenuti Kim LLP as general bankruptcy counsel to represent and assist the Debtor LM Affiliates in connection with the Filings, carrying out their duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the rights and obligations of the Debtor LM Affiliates, and other matters consistent therewith, including filing any pleadings; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Keller Benvenuti Kim LLP; and

**RESOLVED, FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Bradley Sharp of Development Specialists, Inc. ("DSI") to serve as the Chief Restructuring Officer of the Debtor LM Affiliates, to perform services consistent with a CRO including to manage and direct the Chapter 11 cases of the Debtor LM Affiliates subject to the oversight of the Board, and to employ other personnel of DSI to provide additional restructuring support services as requested or required to the Debtor LM Affiliates; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of DSI and Mr. Sharp; and

**RESOLVED, FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Seth Wellisch of Pivot Management Group, LLC, ("Pivot") to serve as the Chief Real Estate Officer of the Company, reporting directly to the Chief Restructuring Officer and ensuring compliance with the California Department of Real Estate regulations with respect to management of income producing properties; and the Authorized Officer hereby is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Pivot and Mr. Wellisch; and

**RESOLVED FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Debtor LM Affiliates in carrying out their duties under the Bankruptcy Code and related matters; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

**RESOLVED FURTHER**, that the Authorized Officer be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which the Authorized Officer or legal counsel for the Debtor LM Affiliates may deem necessary, proper, or desirable in connection with the cases under chapter 11 of the Bankruptcy Code and other matters consistent therewith, with a view to the successful prosecution of such cases; and

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**RESOLVED FURTHER**, that these Resolutions shall be deemed a written consent of the Company, as the general partner, the managing member, or entity with similar authority with respect to any of the Debtor LM Affiliates where the Company or, if a Debtor LM Affiliate (a “Primary Affiliate”) has such authority with respect to a downstream Debtor LM Affiliate, then such Primary Affiliate, possesses such authority to authorize the actions herein, and they shall be deemed a vote of the Company’s or Primary Affiliate’s membership or partnership interests with respect to any of the Debtor LM Affiliates where such vote is necessary to effect the authorizations herein; and

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\* \* \* \*

**Exhibit 1**

<b><u>Entity Name</u></b>	<b><u>State of Organization</u></b>	<b><u>Tax ID Number</u></b>
Bay Tree, LP	California	82-1071378
Golden Tree, LP	California	82-1060045
Windtree, LP	California	82-4974654